



Corporate Governance

A summary of the report on corporate governance is given below. A complete version can be consulted at www.autogrill.com and a hard copy is available from the company's offices.

The corporate governance system

Autogrill's system of corporate governance is based on the principles given in the Code of Conduct for Listed Companies as proposed by the Corporate Governance Committee of Borsa Italiana S.p.A., and more generally on international best practices, adapted to take account of the company's individual characteristics and business. Autogrill's Board of Directors adopted the original 2001 version of the Code of Conduct for Listed Companies, and in 2006-2007 resolved to adopt the new version of the Code, also proposed by Borsa Italiana's Corporate Governance Committee and published on 14 March 2006.

Ownership and financial instruments

At 31 December 2008 Autogrill S.p.A. had fully paid-in share capital of €132,288,000, comprising 254,400,000 ordinary shares of €0.52 each.

Shareholders owning more than 2% of issued shares at 12 March 2009, on the basis of available information and notices received pursuant to Consob Resolution 11971/99, were: Edizione S.r.l.1, with 59.332% (59.283% through Schematrentaquattro S.r.l., with voting rights, and 0.049% directly, without voting rights); gruppo Assicurazioni Generali S.p.A., with 6.0867%; and Templeton Global Advisors Limited, with 2.024%. In 2008 there were no significant changes in the ownership structure.

The annual general meeting of 23 April 2008 authorized the purchase of treasury shares up to maximum of 12,720,000, corresponding to 5% of the share capital. The authorization is valid for 18 months from the date of the meeting. The shares must be purchased and sold on official markets, in accordance with applicable laws. Purchases must take place within a certain range above or below the Stock Exchange price on the day preceding each transaction. At 31 December 2008 the Company held a total of 125,141 treasury shares, or approximately 0.049% of the share capital.

On December 22, 2009, the bond loan convertible into Autogrill shares, issued on 15 June 1999 by the subsidiary Autogrill Finance S.A. and originally maturing on 16 June 2014, was fully repaid with a residual nominal value of €47,680,000.00.

Significant agreements that take effect, are modified, or are cancelled in the event of a change of control

As a sub-concessionaire, Autogrill is party to numerous agreements for the provision of food & beverage services along motorways, which prohibit any change of control (entrance of new controlling shareholders?) without prior permission from the motorway operator that has granted the sub-concession. Said permission can only be denied if the change of control causes prejudice to the technical, managerial, commercial and economic terms of the service agreements.

Autogrill is also party to bank loans totalling €2bn, whose contracts - as is customary for this kind of loan -

of the borrower's change of control.

For these purposes, a "change of control" takes place when the current key shareholders, directly or indirectly, come to own less than 25% of Autogrill voting shares or lose the relative majority of Autogrill voting shares.

In addition, Autogrill has guaranteed the bonds issued by its wholly-owned subsidiary Autogrill Group Inc. in the context of bond loans totalling \$520m, which entitle each bondholder to redeem the bonds early if Autogrill undergoes a change of control. For these purposes, change of control would occur if one or more parties acting in concert, other than Autogrill's key shareholders, came to own or control more than 50% of voting rights.

Code of Conduct

On 6 November 2002, the Board of Directors approved the Code of Conduct of the Autogrill Group, subsequently modified on 12 November 2003, which defines the principles and values underlying the conduct that all members of the organization are called on to maintain.

Organizational, Management and Control Model pursuant to legislative decree 231/2001

On 9 July 2003 the Board of Directors approved and adopted the Organizational, Management and Control Model and appointed the Compliance Committee as required by Legislative Decree 231/2001. This decree governs corporate liability for legal entities.

Companies are held responsible for certain offences, committed or attempted, by Directors or employees in the company's interest. The company is exonerated from this liability if it has implemented an Organizational, Management and Control Model designed to prevent said offences and formed a Compliance Committee to control the efficacy of and compliance with the Model.

Role of the Board of Directors

The activities of the Board of Directors and the company, including those involving Group companies, are based on principles of sound corporate and entrepreneurial management, on those laid down in the Corporate Governance Code and on the contents of the Code of Conduct.

The basic duty of the Board of Directors is to direct and control the running of the company, by making the decisions deemed necessary and useful for achieving the corporate purpose. Certain duties, as indicated in the full report on corporate governance, are reserved exclusively to the Board of Directors, in addition to those that cannot be delegated according to the law or the company's by-laws.

Composition of the Board of Directors

The current Board of Directors, which will be in office through approval of the 2010 accounts, was elected by the annual general meeting of 23 April 2008, through the list system pursuant to Art. 10 of the by-laws. The Board has twelve members, of whom one is executive - Gianmario Tondato Da Ruos, CEO - and eleven are non-executive: Gilberto Benetton (chairman), Alessandro Benetton, Giorgio Brunetti (independent), Antonio Bulgheroni (independent), Arnaldo Camuffo (independent), Claudio Costamagna (independent), Francesco Giavazzi (independent), Javier Gómez-Navarro, Alfredo Malguzzi (independent), Gianni Mion, and Paolo Roverato.

The curriculum vitae of each candidate for a Directorship, together with an indication as to whether the candidate qualifies as independent, may be consulted by shareholders at the registered office 15 days

Annual assessment

Upon recommendation of the independent Directors, the current Board of Directors - installed in April 2008 - decided to postpone to 2009 the annual self-assessment of the Board due to its limited time in office.

Lead Independent Director

Director Giorgio Brunetti was confirmed as lead independent Director at the Board meeting of 12 May 2008.

Financial reporting officer

On 27 August 2008 the Board of Directors, with the favourable opinion of the Board of Statutory Auditors and the Internal Control and Corporate Governance Committee, appointed Mario Zanini, group chief administration officer, as financial reporting officer with effect from 1 September 2008.

Powers

The Board of Directors is a cohesive and harmonious body in which the managerial powers assigned to the CEO, Gianmario Tondato Da Ruos², are balanced by the responsibilities of executive and non-executive Directors in order to promote efficient discussion leading to decisions in line with the company's interests.

At every Board meeting and in any case at least once per quarter, the CEO and all Directors who have received special powers provide appropriate information to the Board and to the Statutory Auditors on the manner in which these powers have been exercised.

Chairman

The chairman is vested with legal powers and those specified in the company's by-laws, and has no executive powers. The chairman is responsible for the functioning of the Board of Directors, for providing information to the Directors and for coordinating the activities of the Board. The chairman may propose measures with a view to augmenting the Directors' knowledge of the company and its operations.

Management of corporate information

On 15 March 2006 the Board of Directors adopted the Group procedure for the disclosure of privileged information to the market pursuant to Law 62/2005 (the "2004 Community Law") on market abuse.

This procedure governs internal management and disclosure of privileged information, not yet publicly known, relating to Autogrill, its subsidiaries, Autogrill stock, or any financial instruments issued by Autogrill which, if made public, could have a significant impact on the stock's performance.

Board committees

Internal Control and Corporate Governance Committee

The company has had an Internal Control Committee since 24 April 2002 which is comprised of non-executive, independent Directors, whose duty is to provide advice and formulate proposals. The Committee must examine problems related to the control of corporate operations and take appropriate action.

On 10 December 2006 the Committee was vested with further duties of advice and proposal on matters of

corporate governance, and was accordingly renamed the Internal Control and Corporate Governance Committee. On 23 April 2008 the Board of Directors appointed non-executive Directors Giorgio Brunetti (independent), Alfredo Malguzzi (independent), and Paolo Roverato to the Committee and named Giorgio Brunetti the Committee's chairman. All three appointees have proper experience in accounting and finance, as may be seen from their curricula above.

Nomination of Directors

The Board of Directors has seen as yet no reason - not least in light of principle 6.P.2 of the Corporate Governance Code - to set up a Directors nomination committee. It has never been difficult for the shareholders to nominate candidates for election, nor has the Board itself ever had difficulty co-opting Directors pursuant to Art. 2386 of the Italian Civil Code and Art. 10 of the company's by-laws.

Human Resources Committee

Autogrill has had a Remuneration Committee since 15 May 2001, which is called on to assess whether top management remuneration is consistent with the creation of value for the company. At a meeting of 23 April 2008, the Board of Directors decided to extend the responsibilities of the Remuneration Committee to human resources organization and development and to the definition of guidelines for nominating the Directors and statutory auditors of key subsidiaries. Accordingly, its name was changed to the Human Resources Committee.

It is the duty of the Human Resources Committee to submit proposals to the Board of Directors regarding remuneration of the chairman, the CEO, and Directors with special duties. The Committee also makes recommendations to the Board for bonus plans or stock option plans to be offered to the above persons. Before they are submitted to the Board, it examines the CEO's proposals on (a) criteria for the remuneration of top executives at Autogrill and other Group companies; (b) bonus plans or stock option plans to be offered to company and group employees; (c) criteria for the nomination of Directors and statutory auditors of key subsidiaries; and (d) human resource development policies.

The Committee also examines the criteria for the remuneration and annual and long-term bonus schemes for company and group management, which are then submitted to the Board of Directors for approval.

The Committee currently consists of non-executive Directors Alfredo Malguzzi (independent Director and the Committee's chairman) and Gianni Mion and independent Directors Antonio Bulgheroni, Arnaldo Camuffo and Claudio Costamagna.

Internal control system

Autogrill's internal control system consists of the set of rules, procedures and organizational structures designed to facilitate sound, correct management that is in line with company objectives through an adequate system of identification, measurement, management and monitoring of the principal risks. More in detail, the system involves:

- identification of the corporate governance rules with which staff must comply each day
- continuous control by management through operating procedures and up-to-date planning and control systems;
- drawing up a scheme of delegated powers, functions and signing authorities capable of promoting conduct in line with the organizational structure

Internal control officer

of the Internal Control and Corporate Governance Committee, the Board appointed Silvio De Girolamo, head of group internal auditing and CSR, to act as internal control officer. The internal control officer reports to the CEO and has no operational responsibilities; the officer carries out the tasks specified in the Corporate Governance Code, reporting on them to the Internal Control and Corporate Governance Committee and to the Board of Statutory Auditors.

Directors' interests and transactions with related parties

The Board of Directors, at a meeting of 24 January 2006, approved the procedure for related party transactions. This governs related-party transactions conducted by Autogrill in the normal course of business which do not evince critical issues (standard transactions), as well as those outside the company's normal sphere of operations (material transactions or material and large transactions).

Insider dealing procedure

At a meeting of 15 March 2006, the Board of Directors adopted an insider dealing procedure in compliance with the "2004 Community Law", which replaces the Insider Dealing Code originally approved on 6 November 2002 and subsequently amended.

Under the new procedure, relevant persons (who must disclose transactions on shares and other financial instruments issued by the company) are limited to Autogrill's Directors and statutory auditors, their close family members, and the parent of Autogrill.

Statutory Auditors

Pursuant to the rules laid down in Legislative Decree 58/98 (the Consolidated Finance Act), the company has included in Art. 20 of its by-laws provisions designed to enable a standing and an alternate member of the Board of Statutory Auditors to be elected through the voting list system.

Shareholders file the lists of candidates for statutory auditor, together with thorough information as to their personal and professional qualifications, at the registered office at least fifteen days prior to the date of the general meeting. The company promptly makes these available to the public at its head office, at Borsa Italiana S.p.A., and on its website ([www. autogrill.com](http://www.autogrill.com)).

Independent auditors

On 29 July 2005 the Board of Directors adopted a Group-wide procedure for the selection of independent auditors of Autogrill and its subsidiaries. The procedure ensures that the parent's independent auditors are also responsible for auditing the subsidiaries of Autogrill S.p.A. Use of audit firms other than that indicated by the parent shall be properly justified and agreed in advance with the Internal Control and Corporate Governance Committee.

General meetings

The general meeting is the occasion for Directors and shareholders to meet and discuss matters in an institutional context. At general meetings, shareholders may request information on the company's performance and on items included on the agenda. The documents and information required under current law are also made available and delivered to the shareholders.

Meetings are conducted in accordance with the rules contained in the Shareholders' Meeting Regulations, which are published on the Company's website (www.autogrill.com_[11]).

dialogue with shareholders in general, with institutional investors and with financial analysts. There is also a dedicated Investor Relations section on the company's website (www.autogrill.com^[1]).

1 Effective 1 January 2009, Edizione Holding S.p.A., the parent company of Autogrill S.p.A. by way of Schematrentaquattro S.r.l., was merged into Ragione S.A.p.A. di Gilberto Benetton e C., which changed its name and legal status to Edizione S.r.l.

2The CEO has general management powers, some of which are to be exercised within the following limits: a) investments: up to ?3,000,000; b) purchase, sale, and trade-in machinery, plant, equipment, materials, and vehicles: up to ?3,100,000 per transaction; c) consulting, intellectual and professional services in general: up to ?1,000,000 per fixed-term contract; d) acquisition and/or disposal of companies or businesses: up to ?3,000,000 gross of all charges and liabilities; e) rental and sublet of buildings and similar units of property or leasing/subleasing of businesses: annual minimum rent of no more than ?3,000,000; f) purchase, sale or underwriting of shares, equity interests or consortium quotas: up to ?3,000,000 per transaction; g) purchase or sale of land, buildings and other real estate: up to ?3,000,000 per transaction; h) credit agreements or facilities in general, financing or credit mandates, including those contracted in the interest of subsidiaries: up to ?3,100,000; i) applications (including in the interest of subsidiaries) for bank or insurance guarantees, letters of guarantee and undertakings in general; issuance of waivers and/or sureties, endorsements and letters of patronage: up to ?3,100,000 per transaction; l) appointment of arbitrators, including amicable negotiators: up to ?1,000,000 per dispute, but without limit where the company is a defendant in arbitration proceedings. Transactions exceeding these limits are submitted to the Board of Directors

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Links:

[1] <http://www.autogrill.com>
